

**First Union Commercial Corporation**  
One First Union Center  
Charlotte, North Carolina 28288-0739  
704 374-4900

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**FIRST  
UNION**

March 1, 1994

RECORDATION NO. **18725** FILED 1425

MAR 3 1994 -1 55 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED  
OFFICE OF THE  
SECRETARY  
MAR 3 1 50 PM '94  
LICENSING BRANCH

Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Room 2303  
Washington, DC 20423

**Re: Recordation of Documents Relating to Lease of 620 Railcars**

Dear Sir or Madam:

On behalf of First Union Commercial Corporation and filed pursuant to the requirements set forth in Part 1177 of Title 49 of the Code of Federal Regulations are two (2) originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

A short summary of the documents in accordance with Section 1177.3(d)(8) of Title 49 is as follows:

Lease Agreement between Greenbrier Leasing Corporation, as Lessee, and First Union Commercial Corporation, as Lessor, dated as of July 15, 1993, relating to the lease of twenty (20) five-unit railcars and six hundred (600) single-unit railcars.

The names and addresses of the parties to the transaction shown above are as follows:

Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

First Union Commercial Corporation  
One First Union Center  
Charlotte, North Carolina 28288-0738

A description of the equipment covered in the above-referenced documents is provided in Exhibit A to the Memorandum of Lease.

*Michael Brown*

• Interstate Commerce Commission

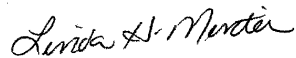
March 1, 1994

Page 4

The fee for recording these documents will be supplied by the Washington Service Bureau. The original set of documents along with the receipt for recording and any extra copies not required by your office should be given to the individual from the Washington Service Bureau, who has been selected by First Union to present this filing to your office.

Sincerely,

FIRST UNION COMMERCIAL CORPORATION

A handwritten signature in cursive script, appearing to read "Linda H. Minter".

Linda H. Minter  
Assistant Vice President

Enclosures

1p/0915J

**Interstate Commerce Commission**  
Washington, D.C. 20423

3/3/94

OFFICE OF THE SECRETARY

Linda H. Minter  
First Union Commercial Corp.  
One First Union Center  
Charlotte, N.C. 28288-0739

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 3/3/94 at 1:55pm, and assigned  
recording number(s). 18725

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18725 FILED 1425

MAR 3 1994 -1 55 PM

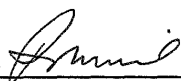
MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE dated as of July 15, 1993 (the "Memorandum"), documents that First Union Commercial Corporation, a North Carolina corporation, located at One First Union Center, Charlotte, North Carolina 28288, as lessor ("Lessor"), did enter into that certain Lease Agreement made as of July 15, 1993, with Greenbrier Leasing Corporation, a Delaware corporation, located at One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035, as lessee ("Lessee"), covering certain items of equipment described on Exhibit A attached hereto and incorporated herein by reference, including railroad rolling stock. Pursuant to the Lease Agreement, the Lessee will take possession of those certain items of railroad equipment in connection with the execution and delivery of one or more schedules (the "Equipment Schedules") between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representatives as of the date first above written.

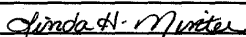
FIRST UNION COMMERCIAL CORPORATION

By: 

Name: Paul Van Wie

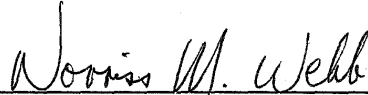
Title: Senior Vice President

ATTEST:

By:   
Name: Linda H. Minter  
Title: Assistant Vice President

(CORPORATE SEAL)

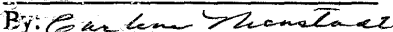
GREENBRIER LEASING CORPORATION

By: 

Name: \_\_\_\_\_

Title: Executive Vice President

ATTEST:


By:   
Name: CARLENE NIENSTAEDT  
Title: ASST. TO PRESIDENT

(CORPORATE SEAL)

STATE OF NORTH CAROLINA

COUNTY MECKLENBURG

On this 24th day of February, 1994, before me personally appeared Paul W. Van Wie, to me personally known, who being by me duly sworn, says that he is Senior Vice President of First Union Commercial Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC

My commission expires: August 7, 1995

0915J

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this 28th day of February, 1994, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC

My commission expires: 5/28/94

0373H/20

## EXHIBIT A

Six hundred (600) Single-Unit Husky Stack Cars

CRLE 5000	CRLE 5047	CRLE 5094	CRLE 5141	CRLE 5188	CRLE 5235
CRLE 5001	CRLE 5048	CRLE 5095	CRLE 5142	CRLE 5189	CRLE 5236
CRLE 5002	CRLE 5049	CRLE 5096	CRLE 5143	CRLE 5190	CRLE 5237
CRLE 5003	CRLE 5050	CRLE 5097	CRLE 5144	CRLE 5191	CRLE 5238
CRLE 5004	CRLE 5051	CRLE 5098	CRLE 5145	CRLE 5192	CRLE 5239
CRLE 5005	CRLE 5052	CRLE 5099	CRLE 5146	CRLE 5193	CRLE 5240
CRLE 5006	CRLE 5053	CRLE 5100	CRLE 5147	CRLE 5194	CRLE 5241
CRLE 5007	CRLE 5054	CRLE 5101	CRLE 5148	CRLE 5195	CRLE 5242
CRLE 5008	CRLE 5055	CRLE 5102	CRLE 5149	CRLE 5196	CRLE 5243
CRLE 5012	CRLE 5056	CRLE 5103	CRLE 5150	CRLE 5197	CRLE 5244
CRLE 5013	CRLE 5057	CRLE 5104	CRLE 5151	CRLE 5198	CRLE 5245
CRLE 5019	CRLE 5058	CRLE 5105	CRLE 5152	CRLE 5199	CRLE 5246
CRLE 5009	CRLE 5059	CRLE 5106	CRLE 5153	CRLE 5200	CRLE 5247
CRLE 5010	CRLE 5060	CRLE 5107	CRLE 5154	CRLE 5201	CRLE 5248
CRLE 5011	CRLE 5061	CRLE 5108	CRLE 5155	CRLE 5202	CRLE 5249
CRLE 5014	CRLE 5062	CRLE 5109	CRLE 5156	CRLE 5203	CRLE 5250
CRLE 5015	CRLE 5063	CRLE 5110	CRLE 5157	CRLE 5204	CRLE 5251
CRLE 5016	CRLE 5064	CRLE 5111	CRLE 5158	CRLE 5205	CRLE 5252
CRLE 5017	CRLE 5065	CRLE 5112	CRLE 5159	CRLE 5206	CRLE 5253
CRLE 5018	CRLE 5066	CRLE 5113	CRLE 5160	CRLE 5207	CRLE 5254
CRLE 5022	CRLE 5067	CRLE 5114	CRLE 5161	CRLE 5208	CRLE 5255
CRLE 5023	CRLE 5068	CRLE 5115	CRLE 5162	CRLE 5209	CRLE 5256
CRLE 5020	CRLE 5069	CRLE 5116	CRLE 5163	CRLE 5210	CRLE 5257
CRLE 5021	CRLE 5070	CRLE 5117	CRLE 5164	CRLE 5211	CRLE 5258
CRLE 5024	CRLE 5071	CRLE 5118	CRLE 5165	CRLE 5212	CRLE 5259
CRLE 5025	CRLE 5072	CRLE 5119	CRLE 5166	CRLE 5213	CRLE 5260
CRLE 5026	CRLE 5073	CRLE 5120	CRLE 5167	CRLE 5214	CRLE 5261
CRLE 5030	CRLE 5074	CRLE 5121	CRLE 5168	CRLE 5215	CRLE 5262
CRLE 5031	CRLE 5075	CRLE 5122	CRLE 5169	CRLE 5216	CRLE 5263
CRLE 5032	CRLE 5076	CRLE 5123	CRLE 5170	CRLE 5217	CRLE 5264
CRLE 5033	CRLE 5077	CRLE 5124	CRLE 5171	CRLE 5218	CRLE 5265
CRLE 5035	CRLE 5078	CRLE 5125	CRLE 5172	CRLE 5219	CRLE 5266
CRLE 5041	CRLE 5079	CRLE 5126	CRLE 5173	CRLE 5220	CRLE 5267
CRLE 5027	CRLE 5080	CRLE 5127	CRLE 5174	CRLE 5221	CRLE 5268
CRLE 5028	CRLE 5081	CRLE 5128	CRLE 5175	CRLE 5222	CRLE 5269
CRLE 5029	CRLE 5082	CRLE 5129	CRLE 5176	CRLE 5223	CRLE 5270
CRLE 5042	CRLE 5083	CRLE 5130	CRLE 5177	CRLE 5224	CRLE 5272
CRLE 5043	CRLE 5084	CRLE 5131	CRLE 5178	CRLE 5225	CRLE 5273
CRLE 5034	CRLE 5085	CRLE 5132	CRLE 5179	CRLE 5226	
CRLE 5036	CRLE 5086	CRLE 5133	CRLE 5180	CRLE 5227	
CRLE 5037	CRLE 5087	CRLE 5134	CRLE 5181	CRLE 5228	
CRLE 5038	CRLE 5088	CRLE 5135	CRLE 5182	CRLE 5229	
CRLE 5039	CRLE 5089	CRLE 5136	CRLE 5183	CRLE 5230	
CRLE 5040	CRLE 5090	CRLE 5137	CRLE 5184	CRLE 5231	
CRLE 5044	CRLE 5091	CRLE 5138	CRLE 5185	CRLE 5232	
CRLE 5045	CRLE 5092	CRLE 5139	CRLE 5186	CRLE 5233	
CRLE 5046	CRLE 5093	CRLE 5140	CRLE 5187	CRLE 5234	

## EXHIBIT A

CRLE 5274	CRLE 5318	CRLE 5363	CRLE 5609	CRLE 5653	CRLE 5698
CRLE 5275	CRLE 5319	CRLE 5365	CRLE 5610	CRLE 5654	CRLE 5699
CRLE 5276	CRLE 5320	CRLE 5366	CRLE 5611	CRLE 5655	CRLE 5700
CRLE 5277	CRLE 5321	CRLE 5367	CRLE 5613	CRLE 5656	CRLE 5701
CRLE 5278	CRLE 5322	CRLE 5368	CRLE 5614	CRLE 5657	CRLE 5702
CRLE 5279	CRLE 5323	CRLE 5364	CRLE 5615	CRLE 5658	CRLE 5703
CRLE 5280	CRLE 5324	CRLE 5369	CRLE 5616	CRLE 5659	CRLE 5704
CRLE 5281	CRLE 5326	CRLE 5370	CRLE 5617	CRLE 5660	CRLE 5705
CRLE 5282	CRLE 5327	CRLE 5371	CRLE 5618	CRLE 5661	CRLE 5706
CRLE 5283	CRLE 5328	CRLE 5372	CRLE 5619	CRLE 5662	CRLE 5707
CRLE 5284	CRLE 5325	CRLE 5373	CRLE 5620	CRLE 5663	CRLE 5708
CRLE 5285	CRLE 5329	CRLE 5374	CRLE 5621	CRLE 5664	CRLE 5709
CRLE 5286	CRLE 5330	CRLE 5375	CRLE 5622	CRLE 5665	CRLE 5710
CRLE 5287	CRLE 5331	CRLE 5376	CRLE 5623	CRLE 5666	CRLE 5711
CRLE 5288	CRLE 5332	CRLE 5377	CRLE 5624	CRLE 5667	CRLE 5712
CRLE 5289	CRLE 5334	CRLE 5378	CRLE 5625	CRLE 5668	CRLE 5713
CRLE 5290	CRLE 5335	CRLE 5379	CRLE 5627	CRLE 5670	CRLE 5714
CRLE 5291	CRLE 5336	CRLE 5380	CRLE 5628	CRLE 5671	CRLE 5715
CRLE 5292	CRLE 5337	CRLE 5381	CRLE 5385	CRLE 5672	CRLE 5717
CRLE 5294	CRLE 5338	CRLE 5382	CRLE 5612	CRLE 5673	CRLE 5718
CRLE 5295	CRLE 5339	CRLE 5383	CRLE 5626	CRLE 5674	CRLE 5719
CRLE 5296	CRLE 5340	CRLE 5386	CRLE 5629	CRLE 5675	CRLE 5720
CRLE 5297	CRLE 5341	CRLE 5387	CRLE 5630	CRLE 5676	CRLE 5721
CRLE 5298	CRLE 5343	CRLE 5388	CRLE 5631	CRLE 5677	CRLE 5722
CRLE 5299	CRLE 5344	CRLE 5389	CRLE 5632	CRLE 5678	CRLE 5723
CRLE 5293	CRLE 5345	CRLE 5390	CRLE 5633	CRLE 5679	CRLE 5724
CRLE 5300	CRLE 5347	CRLE 5391	CRLE 5634	CRLE 5680	CRLE 5725
CRLE 5301	CRLE 5333	CRLE 5392	CRLE 5635	CRLE 5681	CRLE 5726
CRLE 5302	CRLE 5342	CRLE 5393	CRLE 5636	CRLE 5682	CRLE 5727
CRLE 5303	CRLE 5346	CRLE 5394	CRLE 5637	CRLE 5683	CRLE 5728
CRLE 5304	CRLE 5348	CRLE 5396	CRLE 5638	CRLE 5684	CRLE 5729
CRLE 5305	CRLE 5349	CRLE 5397	CRLE 5639	CRLE 5685	CRLE 5716
CRLE 5306	CRLE 5350	CRLE 5601	CRLE 5640	CRLE 5686	CRLE 5730
CRLE 5307	CRLE 5351	CRLE 5602	CRLE 5641	CRLE 5669	CRLE 5731
CRLE 5308	CRLE 5352	CRLE 5603	CRLE 5642	CRLE 5687	CRLE 5732
CRLE 5309	CRLE 5353	CRLE 5604	CRLE 5643	CRLE 5688	CRLE 5733
CRLE 5311	CRLE 5354	CRLE 5384	CRLE 5644	CRLE 5689	CRLE 5734
CRLE 5312	CRLE 5355	CRLE 5395	CRLE 5645	CRLE 5690	CRLE 5735
CRLE 5313	CRLE 5356	CRLE 5398	CRLE 5646	CRLE 5691	CRLE 5736
CRLE 5314	CRLE 5357	CRLE 5399	CRLE 5647	CRLE 5692	CRLE 5737
CRLE 5271	CRLE 5358	CRLE 5600	CRLE 5648	CRLE 5693	CRLE 5738
CRLE 5310	CRLE 5359	CRLE 5605	CRLE 5649	CRLE 5694	CRLE 5739
CRLE 5315	CRLE 5360	CRLE 5606	CRLE 5650	CRLE 5695	CRLE 5740
CRLE 5316	CRLE 5361	CRLE 5607	CRLE 5651	CRLE 5696	CRLE 5741
CRLE 5317	CRLE 5362	CRLE 5608	CRLE 5652	CRLE 5697	CRLE 5742



## EXHIBIT A

CRLE 5743	CRLE 5788
CRLE 5744	CRLE 5789
CRLE 5745	CRLE 5790
CRLE 5746	CRLE 5791
CRLE 5747	CRLE 5792
CRLE 5748	CRLE 5793
CRLE 5749	CRLE 5794
CRLE 5750	CRLE 5795
CRLE 5751	CRLE 5796
CRLE 5752	CRLE 5797
CRLE 5754	CRLE 5798
CRLE 5755	CRLE 5799
CRLE 5756	
CRLE 5757	
CRLE 5758	
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CRLE 5767	
CRLE 5768	
CRLE 5769	
CRLE 5770	
CRLE 5771	
CRLE 5772	
CRLE 5773	
CRLE 5774	
CRLE 5775	
CRLE 5776	
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CRLE 5780	
CRLE 5781	
CRLE 5782	
CRLE 5783	
CRLE 5784	
CRLE 5785	
CRLE 5786	
CRLE 5787	

0373H/23

EXHIBIT A

Twenty (20) Five-Unit Maxi III Cars

CRLE 5550	CRLE 5551	CRLE 5552	CRLE 5553	CRLE 5554
CRLE 5555	CRLE 5556	CRLE 5557	CRLE 5558	CRLE 5559
CRLE 5560	CRLE 5561	CRLE 5562	CRLE 5563	CRLE 5564
CRLE 5565	CRLE 5566	CRLE 5567	CRLE 5568	CRLE 5569